

Emmett Dan A  
Form 4  
December 31, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Emmett Dan A

(Last) (First) (Middle)

808 WILSHIRE  
BOULEVARD, SUITE 200

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	12/17/2008		G	V	37,500 <u>(1)</u>	D \$ 13.71	5,474,645 <u>(2)</u> I	See Footnote 4.
Common Stock	12/29/2008		S		62,738	D \$ 12.21	5,411,907 <u>(2)</u> I	See Footnote 4 .
Common Stock	12/30/2008		G	V	80,000 <u>(1)</u>	D \$ 12.63	5,411,907 <u>(2)</u> I	See Footnote 4.
Common Stock	12/30/2008		S		421,341	D \$ 12.27	4,990,566 <u>(2)</u> I	See Footnote

Common Stock	12/30/2008	S	29,559 (3)	D	\$ 12.26	4,961,007 (2)	I	4. See Footnote 4.
Common Stock	12/31/2008	S	7,079 (3)	D	\$ 12.7	4,953,928 (2)	I	See Footnote 4.
Common Stock	12/31/2008	S	115,921	D	\$ 12.67	4,838,007 (4)	I	See Footnote 4.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emmett Dan A 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X	X	Chairman of the Board	

## Signatures

/s/ Theodore E. Guth by P/A for Dan A.  
Emmett

12/31/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Gift of common stock to the Emmett Foundation, a California tax-exempt charitable foundation (the "Foundation"), from the Dan A.

(1) Emmett Revocable Living Trust of November 21, 1985. Reporting Person has voting and investment control of shares held by the Foundation and disclaims beneficial ownership of such shares.

(2) See Footnote 4 for explanation of ownership following all transactions reported herein.

Sale of common stock by Rivermouth Partners, a California limited partnership ("Rivermouth"). Reporting Person has voting and

(3) investment control over all shares held by Rivermouth, and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

OWNERSHIP INCLUDES: 4,645,507 shares of common stock owned by the Dan A. Emmett Revocable Living Trust of November 21,

(4) 1985; and 192,500 shares of common stock held by the Emmett Foundation, of which Reporting Person has voting and investment control and disclaims beneficial ownership. After all transactions reported above, no shares are held by Rivermouth.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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